| UNITED STATES BANKRUPTCY COURT | | |
|--|---|------------------------|
| SOUTHERN DISTRICT OF NEW YORK | | |
| | : | |
| In re: | : | Chapter 11 Case No. |
| | : | |
| LEHMAN BROTHERS HOLDINGS INC., et al., | : | 08-13555 (JMP) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

RUST BELT HOLDINGS, L.L.C.

Name of Transferee

Name and Address where notices to transferee should be sent:

RUST BELT HOLDINGS, L.L.C.

PO Box 8155

New York, NY 10150

E-mail: claims@rustbeltholdings.net

with a copy to:
Alice Belisle Eaton

Paul, Weiss, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas New York, NY 10019-6064 Phone (212) 373-3125 Fax (212) 492-0125 aeaton@paulweiss.com

Name and Address where transferee payments should be sent (if different from above): Same as above

DEUTSCHE BANK AG, LONDON

Name of Transferor

Court Claim # (if known): 16210 Amount of Claim: \$23,100,000.00 Date Claim Filed: September 18, 2009

Name and Address of Transferor:

c/o Deutsche Bank Securities Inc.

60 Wall Street

New York, New York 10005 Attn: Rich Vichaidith

Email: richard.vichaidith@db.com

PLEASE SEE ATTACHED DOCUMENTS

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

RUST BELT HOLDINGS, L.L.C.

Name/Title: Alice Faton, Authorized Signatory

Date: April 21, 2011

EXHIBIT A

Proof of Claim

| United States Bankruptcy Court for the Southern District Epiq Bankruptcy Solutions, LLC Attn: Lehman Brothers Holdings Claims Processing 757 Third Avenue, 3rd Floor New York, NY 10017 | ct of New York | P | ROOF OF CLAIM |
|--|--|---|--|
| In re: | Case Number: | UNIQUE IDENTIFICATION N | IUMBER: 4000003171 |
| Lehman Brothers Holdings Inc., et al. | 08-13555 | | |
| Debtors. | (jointly adminisered) Case No. of Debtor | | Filed: USBC - Southern District of New York |
| Name of Debtor Against Which Claim is Held In re: Lehman Brothers Holdings Inc. | 08-13555 | | Lehman Brothers Holdings Inc., Et Al. |
| mile. Deminar brothers troubings the. | 08-13555 (JMP) 0000016210 | | |
| Note: The form of discourse, the solution of grants and the control of the contro | | | |
| Name and addresses where notices should be National Rural Utilities Cooperative Finance Co Toby L. Gerber, Esq. Fulbright & Jaworski L.L.P. 2200 Ross Avenue, Suite 2800 | | Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: 3171 | |
| Dallas, TX 75201-2784 | | (if known) | |
| Telephone number: (214) 855-8000 | | Cil.d M 2 2000 | |
| | | Filed on: March 3, 2009 Check this box if you are | 1 |
| Name and addresses where payment should b from above): Steven L. Lilly Chief Financial Officer National Pural Hilling Comparation Finance Co. | · | aware that anyone clse has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. | |
| National Rural Utilities Cooperative Finance Co 2210 Cooperative Way Herndon, VA 20171 Telephone number: (703) 709-6718 | rporation | Check box if you are the debtor or trustee in this case. | |
| 1. Amount of Claim as of Date Case Filed: \$ 24,670 | 005 + seemed and unne | d interest Secretaria | E Amount of Claim Entitled to Delaute and at 11 |
| If all or part of your claim is secured, complete item 4 be complete item 4. If all or part of your claim is entitled to priority, complete | elow; however, if all of yo | | 5. Amount of Claim Entitled to Priority under 11 U.S. C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. |
| ☐ Check this box if all or part of your claim is based o ☐ Check this box if all or part of your claim is based o • IF YOUR CLAIM IS BASED ON AMOUNT OWED PUR | on a Derivative Contract.* on a Guarantee* | DIVATIVE CONTRACT OR | Specify the priority of the claim. |
| A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG THE DIRECTIONS TO COMPLETE THE APPLICABLE DOCUMENTATION OR YOUR CLAIM WILL BE DISAL | ON TO http://www.lehman QUESTIONAIRE AND UPI | -claims.com AND FOLLOW | Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). |
| Check box if claim includes interest or other charge itemized statement of interest or charges. Attach iteized | s in addition to the princip I statement of interest or cl | harges to this form or on | Wages, salaries, or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, |
| http://www.lehman-claims.com if claim is based on a D 2. Basis for Claim: Agreement—See attached Exhil (See instruction #2 on reverse side.) | | antee. | whichever is earlier – 11 U.S.C. § 507(a)(4). Contribution to an employee benefit |
| 3. Last four digits of any number by which creditor | 14 | | plan = 11 U.S.C. § 507(a)(5). Up to \$2,425 of deposits toward purchase, lease, |
| 3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.) | | | or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). |
| Secured Claim. (See instruction #4 on reverse side. Check the appropriate box if your claim is secured by | | ght of setoff and provide the | Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8). |
| requested information. Nature of property or right of setoff: Real Estate Motor Vehicle Otl Describe: | | | Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(). Amount entitled to priority: |
| Value of Property: \$ Annual Interest Rate% Amount of arrearages and other charges as of time case filed included in secured claim, if any: \$ Basis for perfection: | | | Amount entitled to priority: |
| Amount of Secured Claim: \$ Amount Unsecured: \$ | | | <u> </u> |
| 6. Credits: The amount of all payments on this claim has been 7. Documents: Attach redacted copies of any documents that orders, invoices, itemized statements of running accounts, contra may also attach a summary. Attach redacted copies of documer DO NOT SEND ORIGINAL DOCUMENTS. ATTACHE SCANNING. | support the claim, such as pro- acts, judgments, mortgages, ai its providing evidence of perfo on reverse side.) ID DOCUMENTS MAY BE I | missory notes, purchase nd security agreements. You ection of a security interest. | FILED RECEIVED |
| If the documents are not available, please explain.: See At | tached Exhibits A and B | | 050 1 0 2000 |
| Date: September 17, 2009 Signature: the person filing this claim must sign it. Sign and Print the name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. National Rural Utilities Cooperative Finance Corporation Black Country (Section 1) The Country May 1. | | | |
| By: Day Corbic In armission Mu Toby L. Gerber, Authorized Agent Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571. | | | |

EXHIBIT A

| | | Calcu | lation of CFC Cla | Calculation of CFC Claim Value using Market Quotes | larket Quotes | | | |
|--------------|------------|---------------------|-------------------|--|----------------|-------------------|-------|-------------|
| National | LBSFI Deal | | JP Morgan | | Bank of Tokyo | | Clair | Claim Value |
| Rural Deal # | # | Notional | 9.26.08 | BOA/ML 9.26.08 | | UBS 9.26.08 | 9. | 9.26.08 |
| 169 | 226602 | \$ 500,000,000 | Low | \$ 33,918,537 \$ | \$ 36,100,793 | High | 3 | 35,009,665 |
| 199 | 349056 | \$ 100,000,000 | \$ 944,318 | High | Low | \$ 850,000 | 8 | 897,159 |
| 260 | 2209962 | \$ 120,000,000 \$ | (3,138,733) | High | \$ (3,285,641) | Low | \$ | (3,212,187) |
| 290 | 2666766 | \$ 47,656,500 | High | \$ (2,614,615) | Low | \$ (2,670,000) | \$ | (2,642,308) |
| 321 | 3375370 | \$ 100,000,000 | \$ (4,081,943) | \$ (4,052,358) | Low | High | \$ | (4,067,151) |
| 325 | 3467565 | \$ 64,397,500 | High | (1,967,728) | Low | (1,990,000) | \$ | 1,978,864) |
| 335 | 3751179 | \$ 62,043,500 | 629'029 \$ | \$ 658,681 | γογ | High | 8 | 664,680 |
| Total | | \$ 1,024,097,500 \$ | \$ (629'909'9) \$ | \$ 23,819,614 \$ | 32,815,152 | \$ (3,810,000) \$ | | 24,670,995 |
| | | | | | | | | |

To compute the claim for each deal, we deleted the high and low value from the four quotes above and averaged the remaining two values.

Documents will be attached to the Guarantee Questionaire.

Filed 04/21/11 Entered 04/21/11 17:07:34 08-13555-mg Doc 16193 Main Document Pg 8 of 12

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP FULBRIGHT TOWER 1301 McKINNEY. SUITE 5100 HOUSTON, TEXAS 77010-3095 WWW.FULBRIGHT.COM

CMUCHA@FULBRIGHT.COM DIRECT DIAL: (713) 651-5464

TELEPHONE: FACSIMILE:

(713) 651-5151 (713) 651-5246

September 17, 2009

VIA FEDERAL EXPRESS

Epiq Bankruptcy Solutions, LLC Attn: Lehman Brothers Holdings Claims Processing 757 Third Avenue, 3rd Floor New York, NY 10017

> In re: Lehman Brothers Special Financing Inc., Case no. 08-13888 In re: Lehman Brothers Holdings, Inc., Case no. 08-13555

Dear Claims Processing Center:

Re:

Enclosed please find an original and one copy of each of National Rural Utilities Cooperative Finance Corporation's amended proofs of claim for filing in the above referenced

Please file the originals and return the file stamped copies to me in the enclosed self addressed Federal Express envelope.

Thank you for your assistance in this matter. Should you have any questions, please don't hesitate to contact me.

Very truly yours,

Casey Mucha Paralegal

CEM/cem

Enc.

cc:

Toby L. Gerber Mark A. Worden

Page 1 of 1



- 1. Fold the first printed page in half and use as the shipping label.
- 2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
- 3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.

EXHIBIT B

Evidence of Transfer from Transferor to Transferee

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court")

Attn: Clerk

AND TO: Lehman Brothers Holdings Inc. ("Debtor")

Case No. 08-13555 (JMP) (Jointly Administered)

Proof of Claim Number 16210

DEUTSCHE BANK AG, LONDON, its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

RUST BELT HOLDINGS, L.L.C.

Address: PO Box 8155 New York, NY 10150

E-mail: claims@rustbeltholdings.net

its successors and assigns ("<u>Buyer</u>"), all right, title and interest in and to \$23,100,000.00 of the Claim of Seller, represented by Proof of Claim Number 16210, against Lehman Brothers Holdings Inc., in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor (the "Assigned Claim").

Seller hereby waives any objection to the transfer of the Assigned Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Assigned Claim and recognizing the Buyer as the sole owner and holder of the Assigned Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Assigned Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated April _21 __, 2011.

| DE | UTSCH | E BANK AG, LONDO | ON | RUST BELT HOLDINGS, L.L.C. | |
|-----|-----------------|---------------------|-------------------------------|--|--|
| By: | M | Mush | | Ву: | |
| By. | Name: Title: | | Monage Sanc. Magain Gront. | Name: Alice Eaton Title: Authorized Signatory | |
| oy. | Name: Title: | Duncan Po Direct | or ! | | |

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court")

Attn: Clerk

AND TO: Lehman Brothers Holdings Inc. ("Debtor")

Case No. 08-13555 (JMP) (Jointly Administered)

Proof of Claim Number 16210

DEUTSCHE BANK AG, LONDON, its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

RUST BELT HOLDINGS, L.L.C.

Address: PO Box 8155 New York, NY 10150

E-mail: claims@rustbeltholdings.net

its successors and assigns ("Buyer"), all right, title and interest in and to \$23,100,000.00 of the Claim of Seller, represented by Proof of Claim Number 16210, against Lehman Brothers Holdings Inc., in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor (the "Assigned Claim").

Seller hereby waives any objection to the transfer of the Assigned Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Assigned Claim and recognizing the Buyer as the sole owner and holder of the Assigned Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Assigned Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated April 2, 2011.

DEUTSCHE BANK AG, LONDON

RUST BELT HOLDINGS, L.L.C.

| Ву: | By: Quiba |
|--------|-----------------------------|
| Name: | Name: Alice Eaton |
| Title: | Title: Authorized Signatory |
| Ву: | |
| Name: | |
| Title: | |